**B&M EUROPEAN VALUE RETAIL S.A.**

*Société Anonyme*

Registered office: 3, rue Gabriel Lippmann - L-5365 Munsbach,

Grand-Duchy of Luxembourg

R.C.S. Luxembourg: B 187275

(the “Company”)

Each of the following resolutions were duly passed by the shareholders of the Company at the Annual General Meeting on 22 July 2025.

**RESOLUTIONS**

1. To receive the Report of the Board of Directors on the Annual Accounts and Financial Statements of the Company for the financial year ended 31 March 2025 and on the consolidated Annual Accounts and Financial Statements of the Company and its subsidiaries (the “Group”) for the financial year ended 29 March 2025.

2. To receive the Annual Accounts and Financial Statements of the Company for the financial year ended 31 March 2025, the consolidated Annual Accounts and Financial Statements of the Group for the financial year ended 29 March 2025 and the Reports of the Independent Auditor (“*réviseur d’entreprises agréé*”) thereon.

3. To approve the Annual Accounts and Financial Statements of the Company for the financial year ended 31 March 2025.

4. To approve the consolidated Annual Accounts and Financial Statements of the Group for the financial year ended 29 March 2025.

5. To approve the result of the Company for the financial year ended 31 March 2025 and the allocation of the result in the total amount of GBP£ 285,209,117.77 on the following basis:

(a) to the interim dividend of 5.3 pence (gross) per ordinary share paid by the Company in December 2024, being a total aggregate distribution of GBP £ 53,200,548.24 (gross);

(b) to the interim dividend of 15 pence (gross) per ordinary share paid by the Company in February 2025, being a total aggregate amount of GBP £ 150,573,280.65 (gross);

(c) to a final dividend of 9.7 pence (gross) per ordinary share to be paid to shareholders by the Company on 1 August 2025, in relation to their shareholding as at 27 June 2025;

(d) to the payment of the nominal value of the shares allocated for free to certain employees and directors of the Group, on the exercise of share options in relation to the Company during the financial year ended 31 March 2025, the aggregate amount of GBP £ 103,097.50;

(e) to carry forward the balance thereafter to the Company’s retained earnings account.

6. To approve a total dividend distribution by the Company for the year ended 31 March 2025 of 30 pence (gross) per ordinary share out of the available distributable profits of the Company, comprising:

(a) an interim dividend of 5.3 pence per ordinary share paid on 13 December 2024;

(b) an interim dividend of 15 pence per ordinary share paid on 14 February 2025; and

(c) a final dividend of 9.7 pence per ordinary share recommended by the Board of Directors on 3 June 2025, to be paid on 1 August 2025 to shareholders of the Company in relation to the number of shares held by them as at the close of business on 27 June 2025.

7. To approve the Directors’ Remuneration Report as set out on pages 77 to 92 of the Company’s Annual Report and Accounts for the financial year ended 31 March 2025 (excluding the Directors’ Remuneration Policy set out on pages 90 to 92).

8. To grant full discharge to each of the Directors of the Company (including the Directors who retired during the financial year but prior to the financial year-end) for the performance of their mandate during the financial year ended 31 March 2025.

9. To re-elect Tiffany Hall as a Director of the Company until the Annual General Meeting resolving on the annual accounts for the financial year ending 31 March 2026.

10. To ratify the appointment made by the Board of Directors on 14 May 2025 with effect as from 16 June 2025, of Gerardus (“Tjeerd”) Jegen as a Director of the Company and to re-elect Tjeerd Jegen as a Director of the Company until the Annual General Meeting resolving on the annual accounts for the financial year ended 31 March 2026.

11. To re-elect Michael Schmidt as a Director of the Company until the Annual General Meeting resolving on the annual accounts for the financial year ending 31 March 2026.

12. To re-elect Oliver Tant as a Director of the Company until the Annual General Meeting resolving on the annual accounts for the financial year ending 31 March 2026.

13. To re-elect Paula MacKenzie as a Director of the Company until the Annual General Meeting resolving on the annual accounts for the financial year ending 31 March 2026.

14. To re-elect Hounaïda Lasry as a Director of the Company until the Annual General Meeting resolving on the annual accounts for the financial year ending 31 March 2026.

15. To re-elect Nadia Shouraboura as a Director of the Company until the Annual General Meeting resolving on the annual accounts for the financial year ending 31 March 2026.

16. To re-elect Euan Sutherland as a Director of the Company until the Annual General Meeting resolving on the annual accounts for the financial year ending 31 March 2026.

17. To grant discharge to the Independent Auditor (“*réviseur d’entreprises agréé*”), KPMG Audit S.à r.l., for the performance of their duties during the financial year ended 31 March 2025.

18. To re-appoint KPMG Audit S.à r.l. as Independent Auditor (“*réviseur* *d’entreprises agréé*”) of the Company, to hold office until the conclusion of the Annual General Meeting resolving on the annual accounts for the financial year ending 31 March 2026.

19. To authorise the Directors to determine the remuneration of KPMG Audit S.à r.l. as the Independent Auditor (“*réviseur d’entreprises agréé*”) of the Company, subject to resolution 18 being passed.

20. To resolve that the Company be and is hereby generally authorised to make market purchases of its ordinary shares of 10 pence each on the London Stock Exchange, in conformity with the conditions set out under article 430-15 of the Luxembourg Law of 10 August 1915 on commercial companies (as amended) and subject to the following conditions:

(a) the maximum aggregate number of ordinary shares which may be purchased is 100,382,187 (one hundred million three hundred and eighty-two thousand one hundred eighty-seven) ordinary shares representing approximately 10% (ten per cent) of the issued ordinary share capital of the Company as at 18 June 2025;

(b) the minimum price, exclusive of any expenses, which may be paid for each ordinary share is 10 pence;

(c) the maximum price, exclusive of any expenses, which may be paid for each ordinary share is an amount equal to the higher of:

(i) 105% of the average of the middle market quotations for an ordinary share in the Company, as derived from the London Stock Exchange Daily Official List for the five (5) business days immediately preceding the day on which such ordinary share is contracted to be purchased; and

(ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share in the Company as derived from the London Stock Exchange Trading System; and

(d) the authority to purchase conferred by this resolution shall expire at the conclusion of the next AGM of the Company or on 21 July 2026 whichever is the earlier, save that the Company may before such expiry enter into a contract of purchase under which such purchase may be completed or executed wholly or partly after the expiration of this authority.

21. To confirm that, as provided for by the Articles of Association of the Company, the Board of Directors shall have full power to issue ordinary shares on a non-pre-emptive basis in respect of the issue for cash of shares representing up to 10% (ten per cent) of the issued share capital of the Company and to acknowledge the Directors’ intention to comply with the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group, to the extent practical for a Luxembourg company.

22. To confirm that, as provided for by the Articles of Association of the Company, the Directors shall have full power, in addition to any authority granted under resolution 21, to issue ordinary shares on a non-pre-emptive basis in respect of the issue for cash of shares representing up to a further 10% (ten per cent) of the issued share capital of the Company to be used for the purposes of financing a transaction (or refinancing such a transaction within twelve months of the original transaction) which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group.

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Chairman